

JAMES J. BROSNAHAN (CA SBN 34555)
JBrosnahan@mofo.com
PAUL FLUM (CA SBN 104424)
PaulFlum@mofo.com
GEORGE C. HARRIS (CA SBN 111074)
GHarris@mofo.com
MORRISON & FOERSTER LLP
425 Market Street
San Francisco, California 94105-2482
Telephone: 415.268.7000; Facsimile: 415.268.7522

Attorneys for Defendants
MICHAEL S. SITRICK, NANCY SITRICK, and the
MICHAEL AND NANCY SITRICK TRUST

GREGORY A. GARBACZ (CA SBN 167007)
ggarbacz@klinedinstlaw.com
CONNIE M. ANDERSON (CA SBN 210286)
canderson@klinedinstlaw.com
KLINEDINST PC
777 South Figueroa Street, 47th Floor
Los Angeles, California 90017
Telephone: 213.607.2115; Facsimile: 213.607.2116

Attorneys for Defendants
MICHAEL S. SITRICK and NANCY SITRICK

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

RICHARD WOOL and ALAN
MAYER, on behalf of the Sitrick and
Company Employee Stock Ownership
Plan,

Plaintiffs,

v.

MICHAEL S. SITRICK and NANCY
SITRICK, husband and wife; THE
MICHAEL AND NANCY SITRICK
TRUST, a trust; RELIANCE TRUST
COMPANY, a Georgia corporation,

Defendants.

SITRICK AND COMPANY, INC., a
California corporation; SITRICK AND
COMPANY EMPLOYEE STOCK
OWNERSHIP PLAN,

Nominal Defendants.

Case No. CV10-02741 JHN (PJWx)

**SITRICK DEFENDANTS' REQUEST
FOR JUDICIAL NOTICE IN
SUPPORT OF SITRICK
DEFENDANTS' MOTION TO
DISMISS THE FIRST AMENDED
COMPLAINT**

Date: August 2, 2010
Time: 2:00 p.m.
Ctvm: 790
Judge: Hon. Jacqueline H. Nguyen

Pursuant to Federal Rule of Evidence 201(b)(2), Defendants Michael S. Sitrick, Nancy Sitrick, and the Michael and Nancy Sitrick Trust ("Sitrick Defendants"), in conjunction with the concurrently filed Sitrick Defendants' Motion to Dismiss the First Amended Complaint ("FAC"), request that the Court take judicial notice of the following documents:

1. The Resources Connection, Inc. Form 8-K Report filed with the Securities and Exchange Commission ("SEC") and signed and dated October 29, 2009 ("Resources Form 8-K"), accessible from the SEC's online "EDGAR" database available at www.sec.gov; and
2. The December 23, 3008 Redemption Agreement referred to in the First Amended Complaint ("FAC") as the "Stock Repurchase Transaction."

The above documents are attached as Exhibits A and B, respectively, to the Declaration of James J. Brosnahan in Support of Sitrick Defendants' Request for Judicial Notice in Support of Sitrick Defendants' Motion to Dismiss the First Amended Complaint ("Brosnahan Declaration") filed concurrently herewith.

I. THE COURT SHOULD TAKE JUDICIAL NOTICE OF THE RESOURCES FORM 8-K BECAUSE IT WAS PUBLICALLY FILED WITH THE SEC.

The Court may take judicial notice of documents filed with the SEC. *In re Copper Mountain Sec. Litig.*, 311 F. Supp. 2d 857, 863-64 (N.D. Cal. 2004) (taking judicial notice of SEC filings); *Allison v. Brooktree Corp.*, 999 F. Supp. 1342, 1352 n.3 (S.D. Cal. 1998) (taking judicial notice of documents required by law to be filed with the SEC). There can be no reasonable dispute that the Resources Form 8-K attached to the Brosnahan Declaration is the Form 8-K that Resources filed with the SEC on October 29, 2009, as required by law. The Resources Form 8-K, therefore, qualifies for judicial notice under Federal Rule of Evidence 201(b) because it is "capable of accurate and ready determination by

1 resort to sources whose accuracy cannot reasonably be questioned.” Fed. R.
2 Evid. 201(b)(2).

3 **II. THE COURT SHOULD TAKE JUDICIAL NOTICE OF THE**
4 **RESOURCES FORM 8-K AND THE REDEMPTION AGREEMENT**
5 **BECAUSE BOTH ARE THE SUBJECT OF ALLEGATIONS IN THE**
6 **FAC.**

7 The Court can take judicial notice of documents quoted in the FAC,
8 incorporated by reference into the FAC, or that form the basis of Plaintiffs’
9 allegations. *See Branch v. Tunnell*, 14 F.3d 449, 453-54 (9th Cir. 1994),
10 *overruled on other grounds by Galbraith v. County of Santa Clara*, 307 F. 3d
11 1119 (9th Cir. 2002). The FAC repeatedly refers to, purports to summarize, and
12 bases a significant portion of its claims against the Sitrick Defendants on the
13 Redemption Agreement. (*See, e.g.*, FAC ¶¶ 44-47, 70, 76, 78, 86-87.) Plaintiffs
14 also identify and summarize the contents of the Resources Form 8-K as the basis
15 of their allegations in the FAC. (*See, e.g.*, FAC ¶ 62 (“In the Resources
16 acquisition reported in October 2009...”)) In addition, two of the agreements
17 that form the basis of Plaintiffs’ allegations in the FAC are included in their
18 entirety in the Resources Form 8-K: the purchase agreement between Resources
19 and Sitrick And Company and the separate agreement under which Michael
20 Sitrick was to receive 89.5% of the purchase price from Resources in exchange
21 for exclusive rights to his personal goodwill. (FAC ¶¶ 58-62.) Accordingly,
22 both documents are the proper subject of judicial notice.
23
24
25
26
27
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

III. CONCLUSION

For the foregoing reasons, the Sitrick Defendants respectfully request that the Court take judicial notice of the Resources Form 8-K and the Redemption Agreement.

Dated: June 21, 2010

GREGORY A. GARBACZ
CONNIE M. ANDERSON
KLINEDINST PC

Attorneys for Defendants
MICHAEL S. SITRICK and
NANCY SITRICK

JAMES J. BROSNAHAN
PAUL FLUM
GEORGE C. HARRIS
MORRISON & FOERSTER LLP

By: /s/ James J. Brosnahan
James J. Brosnahan
Attorneys for Defendants
MICHAEL S. SITRICK, NANCY
SITRICK, and the MICHAEL AND
NANCY SITRICK TRUST